

Melanie Gray (*admitted pro hac vice*)  
Lydia Protopapas (LP 8089)  
Jason W. Billeck (*admitted pro hac vice*)  
WEIL, GOTSHAL & MANGES LLP  
700 Louisiana, Suite 1600  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511

James J. Dragna (*admitted pro hac vice*)  
BINGHAM MCCUTCHEN LLP  
355 South Grand Avenue, Suite 4400  
Los Angeles, California 90071  
Telephone: (213) 680-6400  
Facsimile: (213) 680-6499

Kenneth N. Klee (KK 5910)  
David M. Stern (*pro hac vice pending*)  
KLEE, TUCHIN, BOGDANOFF & STERN LLP  
1999 Avenue of the Stars, 39th Floor  
Los Angeles, California 90067-6049  
Telephone: (310) 407-4000  
Facsimile: (310) 407-9090

*Counsel for Defendants*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	)	Chapter 11
	)	
TRONOX INCORPORATED, <i>et al.</i> ,	)	Case No. 09-10156 (ALG)
	)	
Debtors.	)	Jointly Administered
TRONOX INCORPORATED, TRONOX	)	
WORLDWIDE LLC f/k/a Kerr-McGee Chemical	)	
Worldwide LLC, and TRONOX LLC f/k/a Kerr-McGee	)	
Chemical LLC,	)	
Plaintiffs,	)	
v.	)	Adv. Pro. No. 09-1198
	)	
ANADARKO PETROLEUM CORPORATION	)	
and KERR-McGEE CORPORATION, KERR-McGEE	)	
OIL & GAS CORPORATION, KERR-McGEE	)	
WORLDWIDE CORPORATION, KERR-McGEE	)	
INVESTMENT CORPORATION, KERR-McGEE	)	
CREDIT LLC, KERR-McGEE SHARED SERVICES	)	
COMPANY LLC, and KERR-McGEE STORED POWER	)	
COMPANY LLC,	)	
Defendants.	)	
THE UNITED STATES OF AMERICA,	)	
Plaintiff-Intervenor,	)	
v.	)	
	)	
TRONOX INC., TRONOX WORLDWIDE LLC,	)	
TRONOX LLC, KERR-McGEE CORPORATION,	)	
and ANADARKO PETROLEUM CORPORATION,	)	
Defendants.	)	

**DEFENDANTS' OPPOSITION TO PLAINTIFF'S MOTION *IN LIMINE***

**DEFENDANTS' OPPOSITION TO PLAINTIFF'S MOTION IN LIMINE  
FILED UNDER SEAL**

Dated: April 6, 2012  
New York, New York

Respectfully submitted,

/s/ Richard A. Rothman

Melanie Gray (*admitted pro hac vice*)  
Lydia Protopapas (LP 8089)  
Jason W. Billeck (*admitted pro hac vice*)  
WEIL, GOTSHAL & MANGES LLP  
700 Louisiana, Suite 1600  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511

Richard A. Rothman (RR 0507)  
Bruce S. Meyer (BM 3506)  
Lori L. Pines (LP 3005)  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

James J. Dragna (*admitted pro hac vice*)  
BINGHAM MCCUTCHEN LLP  
355 South Grand Avenue, Suite 4400  
Los Angeles, California 90071  
Telephone: (213) 680-6400  
Facsimile: (213) 680-6499

Thomas R. Lotterman (*admitted pro hac vice*)  
Duke K. McCall, III (*admitted pro hac vice*)  
BINGHAM MCCUTCHEN LLP  
2020 K Street, NW  
Washington, DC 20006  
Telephone: (202) 373-6000  
Facsimile: (202) 373-6001

Kenneth N. Klee (KK 5910)  
David M. Stern (*pro hac vice pending*)  
KLEE, TUCHIN, BOGDANOFF & STERN LLP  
1999 Avenue of the Stars, 39th Floor  
Los Angeles, California 90067-6049  
Telephone: (310) 407-4000  
Facsimile: (310) 407-9090  
*Counsel for Defendants*